

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:	JOINTLY ADMINISTERED UNDER
	CASE NO. 10-38652
DUKE AND KING	
ACQUISITION CORP,	Court File No. 10-38652 (GFK)
Debtors.	
Includes:	
Duke and King Missouri, LLC	10-38653
Duke and King Missouri Holdings, Inc.	10-38654
Duke and King Real Estate, LLC	10-38655
Duke and King Florida Holdings, Inc.	10-38656


AFFIDAVIT OF MICHAEL R. FADLOVICH

Michael R. Fadlovich, being duly sworn and under oath, states as follows:

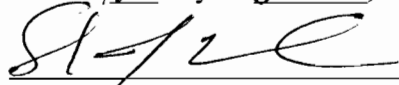
1. I am an attorney for the United States Trustee, and as such I am responsible for overseeing the administration of chapter 11 cases in the District of Minnesota, including the above named jointly administered cases.
2. On December 29, 2010, I appointed and caused to be filed with the court the Official Committee of Unsecured Creditors (UCC) in these jointly administered cases. See Docket #90.
3. At the request of The Coca Cola Company, I appointed William Kaye to the UCC as the representative of Coca Cola based on based on information obtained from Joe Johnson, its Litigation Counsel. A true and correct copy of all the information I received from Coca Cola indicating its desire to be on the UCC with Mr. Kaye as its representative is attached hereto.
4. I had no knowledge of the fact that Mr. Kaye was a Managing Director of JLL Consultants, Inc. until I reviewed the UCC's objection to the U.S. Trustee's motion to convert or dismiss these cases, which was filed on June 10, 2011.

5. If I knew Mr. Kaye was engaged in the business of being a 'Liquidating Trustee', I would not have agreed to have him serve on the UCC.

THIS CONCLUDES MY AFFIDAVIT


MICHAEL R. FADLOVICH

Sworn and subscribed to before
me this 14th day of June, 2011.



Notary Public



THE COCA-COLA COMPANY
P. O. DRAWER 1734
ATLANTA, GA 30301
FAX TRANSMITTAL

LEGAL DIVISION

NO. PAGES

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INCLUDING
FAX TRANSMITTALDATE: December 17, 2010TO: NAME: Michael Fadlovich FAX NO.: 612-664-5516LOCATION: United States Trustee

Case No.: 10-38652 Duke and King Acquisition Company, et al

SENDER: NAME: Joe Johnson FAX NO.: 404 598-4150LOCATION: The Coca-Cola CompanyPHONE NO.: 404 676-4150

MESSAGE:

I have enclosed a copy of our letter requesting a seat on the Official Committee of Unsecured Creditor's in the above referenced case along with our completed Creditor's Committee Questionnaire.

Joe Johnson

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone (collect), and return the original message to us at the above address via the First Class Mail. Thank you.

In case of transmission problems, call

Joe Johnson

404 676-4150

*The Coca-Cola Company*COCA-COLA PLAZA
ATLANTA, GEORGIA

LEGAL DIVISION

December 16, 2010

ADDRESS REPLY TO
P.O. BOX 1734
ATLANTA, GEORGIA 30301
404 676-2121

By Fax: 612-664-5516

Habbo G. Fokkena, Esq.
United States Trustee for Region 12
Office of the U.S. Trustee
300 South Fourth Street, Suite 1015
Minneapolis, MN 55415

Attention: Michael R. Fadlovich, Esq., Trial Attorney

Re: **Duke and King Acquisition Corp, et al.**
Chapter 11 Case No. 10-38652 (Jointly Administered)

Dear Mr. Fadlovich:

The Coca-Cola Company ("Coca-Cola"), of One Coca-Cola Plaza, Atlanta, Georgia, its subsidiaries and affiliates, is a general unsecured creditor of Duke and King Acquisition Corp, et al. ("Debtors"), in the chapter 11 cases being jointly administered under the above-referenced lead case in a liquidated amount of not less than \$156,173.00 for product sold and monies advanced to the Debtors and an additional, unliquidated, potential amount.

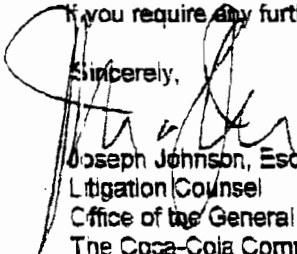
In addition to the unsecured amounts owed it, Coca-Cola has a secured claim in the approximate amount of \$261,700, the collateral for which is fountain beverage equipment in the various locations of the Debtors.

Coca-Cola desires to be appointed to the Official Committee of Unsecured Creditors (the "Committee") in the above-referenced case that your office will appoint. All Burger King entities are important customers of the Coca-Cola system, as are the Debtors herein. Further, Coca-Cola is the sole provider of carbonated beverages and bottled water to the Debtors' locations and also provides other incentives to the Debtors, and its appointment to the committee to be formed would be beneficial in these cases. Coca-Cola is currently serving and/or has served as chairman, co-chairman or a member in a substantial number of national restaurant cases and believes its experience and recent involvement in these cases allows it to bring substantial experience to a creditors' committee in these cases. Those cases include successfully reorganized national cases as Buffets, Inc., Vicorp., and in a number of other cases involving Burger King franchisees, as well as the cases of Delta Airlines, Carmike Cinemas, General Cinemas, Loews Theaters, United Artists, Buffets Holdings, Viacorp., and numerous other substantial cases.

By this letter, Coca-Cola appoints William Kaye, Senior Bankruptcy Advisor to The Coca-Cola Company as its representative in these cases should Coca-Cola be appointed to the Committee to be conducted by your office for selection of an Official Committee of Unsecured Creditors (the "Committee"), and for the organization of the Committee, if Coca-Cola is selected for Committee membership. Mr. Kaye has served in the capacity of Senior Bankruptcy Advisor under contract for over ten years.

If you require any further information, please feel free to contact the undersigned at 404-676-40150.

Sincerely,


Joseph Johnson, Esq.
Litigation Counsel
Office of the General Counsel
The Coca-Cola Company

Cc: William Kaye, Senior Bankruptcy Advisor

DEC-16-2010 THU 04:31 PM US TRUSTEE MPLS

FAX NO. 8128845516

P. 03

CREDITORS' COMMITTEE QUESTIONNAIRE

Case Names:

Duke and King Acquisition Corp, Bky Case No. 10-38652
Duke and King Missouri, LLC, BKY Case No. 10-38653
Duke and King Missouri Holdings, Inc. BKY Case No. 10-38654,
Duke and King Real Estate BKY Case No. 10-38655,
DK Florida Holdings, Inc. BKY Case No. 1038656.

(Jointly Administered)

I am interested in serving on a committee of unsecured creditors for the above-referenced case.

☒ YES☐ NOIF YOU ANSWERED "YES" TO THE QUESTION ABOVE, PLEASE COMPLETE THIS FORM AND RETURN IT TO:

OFFICE OF THE U.S. TRUSTEE
300 SOUTH FOURTH ST. #1015
MINNEAPOLIS, MN 55415
FAX 612-335-4032

I. Print the name and address and telephone number of the person or entity with a claim against the debtor:

A. Creditor's Name:

The Coca-Cola Company

B. Address:

P.O. Box 1734ATLANTA, GA 30313

C. Telephone number:

404 676-4150

II. Please set forth the total amount of the Creditor's unsecured claim:

\$ 156,173

III. Please indicate whether any portion of the Creditor's claim is secured by property of the Debtor and specify the amount of such secured claim (if no security - indicate "none"):

A.

Amount secured claim: \$ 261,700

B.

Specify collateral securing this claim:

Fountain Beverage Equipment

IV. Please indicate whether Creditor is an "insider" of the Debtor. Generally, an insider is anyone who is an officer, director, shareholder or partner of the debtor, or who has any family relationship to the debtor (or to the principals of the debtor where the debtor is a corporation or partnership).

A.

No - this Creditor is not an insider.

B.

Yes - this Creditor is or may be an insider of the debtor because of the following (please explain):

NO.

V. Please sign and date below and return to the office of the United States Trustee as soon as possible.

The above information is true and correct to the best of my knowledge.

Signature:

Date: 12-17-10Printed name of
person signing:JOSEPH A. JOHNSON

PLEASE NOTE: THIS QUESTIONNAIRE IS NOT A PROOF OF CLAIM. IF YOU HAVE QUESTIONS CONCERNING THE
FILING OF A PROOF OF CLAIM, YOU SHOULD CONTACT YOUR ATTORNEY.

CERTIFICATE OF SERVICE

**JOINTLY ADMINISTERED UNDER
CASE NO. 10-38652**

In re:

DUKE AND KING
ACQUISITION CORP,
Debtors.

Court File No. 10-38652 (GFK)

Includes:

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Duke and King Florida Holdings, Inc.	10-38656

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The undersigned hereby certifies under penalty of perjury that he is an employee in the Office of the United States Trustee for the District of Minnesota and is a person of such age and discretion as to be competent to serve papers. That on June 15, 2011, he caused to be served a copy of the attached: Affidavit of Michael R. Fadlovich in support of United States Trustee's Motion to Convert or Dismiss chapter 11 cases under 11 U.S.C. §1112(b), by placing said copy in a postpaid envelope addressed to the person(s) hereinafter named, at the place and address stated below, which is the last known address, and by depositing said envelope and contents in the United States Mail at Minneapolis, Minnesota.

Scott N Opincar

McDonald Hopkins LLC
600 Superior Ave E Ste 2100
Cleveland, OH 44114

Duke & King Acquisition Corp., *et al.*
12281 Nicollet Ave. S
Burnsville, MN 55337

MEADOWBROOK MEAT COMPANY INC
LARRY B RICKE
RICKE & SWEENEY PA
325 CEDAR ST STE 600
ST PAUL MN 55101

Clinton E. Cutler

Fredrikson & Byron, P.A.
200 South Sixth Street Ste 4000
Minneapolis, MN 55402

BURGER KING CORPORATION
PAUL J BATTISTA
GENOVESE JOBLOVE & BATTISTA
100 SE 2ND ST 44TH FL
BANK OF AMERICA TOWER
MIAMI FL 33131

BANK OF AMERICA NA
STEPHEN M MERTZ
FAEGRE & BENSON LLP
90 S 7TH ST
2200 WELLS FARGO CTR
MINNEAPOLIS MN 55402-3901

Thomas F. Blakemore
Winston & Strawn LLP
35 W. Wacker Dr.
Chicago, IL 60601-9703

ANNIE C WELLS
MORGAN LEWIS & BOCKIUS LLP
101 PARK AVE
NEW YORK, NY 10178

Joseph Johnson, Esq.
Office of the General Counsel
The Coca Cola Company
P.O. Box 1754
Atlanta, GA 30301

P&C Rental LLP.
PO Box 14366
Scottsdale, AZ 85267

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The Coca-Cola company
31 Rose Lane
East Rockaway, NY 11518

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Alston & Bird LLP
1201 West Peachtree St.
One Atlantic Center
Atlanta, GA 30309-2424

Joseph Geraghty
Conway Mackenzie, Inc.
109 N. Main Street
500 Performance Place
Dayton, Ohio, 45402

Julie Oanh T. Nguyen
350 Santa Helena
Solana Beach, CA 92075

RICHARD S LAUTER
FREEBORN & PETERS LLP
311 S WACKER DR STE 3000
CHICAGO, IL 60606

In addition, the following have been served via the bankruptcy court's CM/ECF electronic service system.

Paul J Battista pbattista@gjb-law.com, mpacheco@gjb-law.com

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By: e/Michael R. Fadlovich
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